

**UNITED STATES DISTRICT COURT
DISTRICT OF MARYLAND
(Northern Division)**

IN RE TITANIUM DIOXIDE ANTITRUST
LITIGATION

Master Docket No. 10-CV-00318 (RDB)

THIS DOCUMENT RELATES TO:

ALL ACTIONS

CASE MANAGEMENT ORDER NO. 2

WHEREAS, on May 26, 2010, the Court entered Case Management Order No. 1 ("CMO No. 1");

WHEREAS, CMO No. 1, among other things, consolidated for all purposes pursuant to Fed. R. Civ. P. 42(a): the *Haley Paint* (1:10-cv-00318-RDB) and *Isaac Industry* (1:10-cv-00323-RDB) actions, and any other related actions subsequently filed in or transferred to this District;

WHEREAS the Court has denied the domestic defendants' joint motion to dismiss the Consolidated Amended Complaint (Docket No. 101), and in light of that denial, the parties intend to meet and confer with respect to CMO No. 1 issued by this Court;

WHEREAS, CMO No. 1 did not address appointment of interim class counsel under Fed. R. Civ. P. 23(g);

WHEREAS, the appointment of interim class counsel pursuant to Fed. R. Civ. P. 23(g) will benefit the Court, defendants, and the proposed class by providing an organized, managed structure that can only be achieved through the appointment of a unified voice to advocate the interests all plaintiffs;

Now, therefore, good cause appearing, the Court HEREBY ORDERS as follows:

I. Organization of Plaintiffs' Counsel

1. Plaintiffs' Interim Co-Lead Class Counsel. Pursuant to Federal Rule of Civil Procedure 23(g)(3), the Court hereby appoints the following counsel as Plaintiffs' Interim Co-Lead Class Counsel: Gold Bennett Cera & Sidener LLP and Lieff, Cabraser, Heimann & Bernstein, LLP (hereinafter "Plaintiffs' Co-Lead Class Counsel"). Plaintiffs' Co-Lead Class Counsel shall be responsible for performing work to advance the litigation for the common benefit of all plaintiffs and proposed class members, including all plaintiffs and proposed class

members in related actions subsequently filed in or transferred to this District (collectively, "Plaintiffs"). Such work will include, but is not limited to, pretrial law and motion practice, class certification briefing, organizing, coordinating, and taking discovery, and trying the actions. Plaintiffs' Co-Lead Class Counsel's responsibilities for coordinating and organizing Plaintiffs in the conduct of this litigation shall include the following:

- (a) Brief and argue motions and file opposing briefs in proceedings initiated by other parties;
- (b) Initiate, coordinate, organize, and conduct all discovery on behalf of Plaintiffs consistent with Fed. R. Civ. P. 26;
- (c) Conduct trial and post-trial proceedings;
- (d) Consult with and employ experts, as necessary;
- (e) Act as spokesperson at pretrial conferences;
- (f) Enter into stipulations with opposing counsel, as necessary, for the conduct of the litigation;
- (g) Encourage cooperation and efficiency among all Plaintiffs' counsel;
- (h) Call meetings of Plaintiffs' counsel, when appropriate;
- (i) Make all work assignments to Plaintiffs' counsel;
- (j) Monitor the activities of all Plaintiffs' counsel to ensure that the litigation is conducted effectively, orderly, efficiently, and economically; that schedules are met; and that unnecessary, duplicative, or unproductive expenditures of time and expense are avoided;
- (k) Negotiate with defense counsel with respect to settlement and other matters, if and as appropriate;

(l) Request that the Court approve a proposed settlement and fee petition and to allocate those fees among Plaintiffs' counsel, if necessary;

(m) Maintain adequate time and disbursement records;

(n) Perform such other duties and undertake such other responsibilities as they deem necessary or desirable, or as authorized by further order of the Court; and

(o) Coordinate and communicate with defendants' counsel with respect to matters addressed in this paragraph.

2. Plaintiffs' Liaison Counsel. The Court appoints Shapiro Sher Guinot & Sandler to serve as Plaintiffs' Liaison Counsel. Plaintiffs' Liaison Counsel shall have the responsibility of communicating with the Court at the direction of Plaintiffs' Co-Lead Class Counsel, and of assisting Plaintiffs' Co-Lead Class Counsel in the execution of the responsibilities set forth above.

3. Plaintiffs' Executive Committee. The Court appoints an Executive Committee comprised of representatives from the following four law firms: Gold Bennett Cera & Sidener LLP; Lieff, Cabraser, Heimann & Bernstein, LLP; Shapiro Sher Guinot & Sandler; and Berger & Montague, P.C. At the direction of Plaintiffs' Co-Lead Class Counsel, the members of Plaintiffs' Executive Committee shall perform work to advance the litigation for the common benefit of all plaintiffs and proposed class members, including all plaintiffs and proposed class members in related actions subsequently filed in or transferred to this District, on matters arising during pretrial, trial, and post-trial proceedings. Plaintiffs' Co-Lead Class Counsel shall have complete discretion to add or remove law firms to or from Plaintiffs' Executive Committee. Such firms are authorized to perform work only as required and authorized by Plaintiffs' Co-Lead Class Counsel.

4. No motion, request for discovery, or other pre-trial proceedings shall be initiated or filed by any Plaintiff except through Plaintiffs' Co-Lead Class Counsel.

5. Plaintiffs' Co-Lead Class Counsel shall be the contact between Plaintiffs' counsel and counsel for the defendants, as well as the spokespersons for Plaintiffs' counsel, including plaintiffs' counsel in related actions subsequently filed in or transferred to this District.

Plaintiffs' Co-Lead Class Counsel shall call meetings of, direct, and coordinate the activities of Plaintiffs' counsel. Plaintiffs' Co-Lead Class Counsel, along with Plaintiffs' Liaison Counsel, shall also communicate with the Court to coordinate the litigation, including receipt and dissemination of Court orders and notices. Plaintiffs' Co-Lead Class Counsel are designated as the contact persons from Plaintiffs' counsel and as the attorneys of record with whom the Court will deal throughout the course of this litigation.

6. All Plaintiffs' counsel, including plaintiffs' counsel in related actions subsequently filed in or transferred to this District, shall submit to the designee of Plaintiffs' Co-Lead Class Counsel a record of the professional time expended to date in the form set forth by Plaintiffs' Co-Lead Class Counsel on a monthly basis or on such other schedule that Plaintiffs' Co-Lead Class Counsel may establish. Counsel who anticipate seeking an award of attorneys' fees from the Court shall keep a daily record of their time spent and expenses incurred in connection with this litigation, indicating with specificity the hours and particular activity.

7. Plaintiffs shall effect service of papers on defendants by e-filing the papers in accordance with all applicable rules or, if e-filing is unavailable or inapplicable, serving a copy of the same on defendants' counsel and defendants' local counsel in accordance with the Federal Rules of Civil Procedure. Defendants shall effect service of papers on Plaintiffs by e-filing the papers in accordance with all applicable rules or, if e-filing is unavailable or inapplicable,

serving a copy of the same on Plaintiffs' Co-Lead Class Counsel and Plaintiffs' Liaison Counsel,
in accordance with the Federal Rules of Civil Procedure.

Dated: April 1, 2011

A handwritten signature in cursive script, reading "R.D. Bennett", written in black ink.

Richard D. Bennett
United States District Judge